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2. Name and address of receiving party(ies): BTG Pharmaceuticals Corp. Additional name(s) of conveying party(ies) attached? Internal Address: 700 Wood Avenue South	(Rev. 6-96)	PATENTS ONLY	Patent and Tradement Office	
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Mail documents to be recorded with required cover sheet inform

Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231

Applicants: Joseph R. Berger Serial No.: 10/052,961 Filed: January 18, 2002 Appendix B2

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BTG PHARMACEUTICALS CORP.", A DELAWARE CORPORATION,

WITH AND INTO "BIO-TECHNOLOGY GENERAL CORP." UNDER THE NAME OF "BIO-TECHNOLOGY GENERAL CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MARCH, A.D. 1996, AT 9 O'CLOCK A.M.



Edward J. Freel, Scoretary of State

0894913 8100M

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AUTHENICATION 9247560

DATE:

08-11-98



CERTIFICATE OF OWNERSHIP AND MERGER

BTG PHARMACEUTICALS CORP. INTO BIO-TECHNOLOGY GENERAL CORP. (a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware

It is hereby certified that:

- 1. Bio-Technology General Corp. (the "Corporation") is a business corporation of the State of Delaware.
- The Corporation is the owner of all of the outstanding shares of the stock of BTG Pharmaceuticals Corp., which is also a business corporation of the State of Delaware.
- 3. On March 13, 1996, the Board of Directors of the Corporation adopted the following resolutions to marge RTV: Dharmaccuticals Corp. into the Corporation:

RESOLVED, that BTG Pharmaceuticals Corp. be merged with and into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of BTG Pharmaceuticals Corp. be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by BTG Pharmaceuticals Corp. in its name; and it is further

RESOLVED, that the Corporation shall assume all of the obligations of BTG Pharmaceuticals Corp.; and it is further

RESOLVED, that the Corporation shall cause to be executed, filed and recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction; and it is further

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be the date of filing of such certificate with the Secretary of State of Delaware.



The same area reconstructions accompany ways.



RESOLVED, that the proper officers of the Corporation be, and they hereby are, sutherized and directed in the name and on behalf of the Corporation, to take any and all actions, and to execute any and all documents, necessary or advisable by them to carry out the purposes of the foregoing resolutions.

Executed on Merch 14, 1996.

Bio-Technology General Corp.

By:

Sim Fess, President and Chief Executive Officer

Attests

Roy L. Goldman, Secretary